

341815

January 20, 2000

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*****43.75 *****43.75

VIA OVERNIGHT MAIL

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

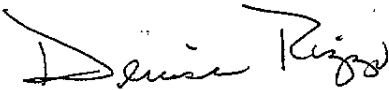
Re: Raymond James & Associates, Inc. - Corp No. 341815
Roney Capital Corporation

To Whom It May Concern:

Enclosed please find Amendment to Articles and Amended Plan of Merger for the referenced entity. A check in the amount of \$43.75 is also enclosed for filing fees and one certified copy.

If you have any questions, please contact me.

Sincerely,



Denise Rizzo, CLA
Certified Legal Assistant

*Amend to
Articles of
merger*

S. PAYNE JAN 31 2000

00 JAN 21 PM 3:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RAYMOND JAMES
FINANCIAL, INC.

RAYMOND JAMES FINANCIAL CENTER LEGAL DEPARTMENT
880 Carillon Parkway P.O. Box 12749 St. Petersburg, Florida 33733-2749
Writer's Direct Dial: (727) 573-3800 ext. 15188 FAX (727) 573-8053 email: drizzo@legal.rjf.com

AMENDMENT TO
ARTICLES OF MERGER

FILED

00 JAN 21 PM 3:10

Between

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RAYMOND JAMES & ASSOCIATES, INC.
A Florida Corporation

And

RONEY CAPITAL CORPORATION, INC.
A Michigan Corporation

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporations adopt the following Amendment to their Articles of Merger filed September 29, 1999.

FIRST: These Amended Articles of Merger are hereby entered into this 17th day of December, 1999, between Raymond James & Associates, Inc., the surviving corporation, and Roney Capital Corporation, Inc. the absorbed corporation.

SECOND: The third paragraph is amended to read as follows:

As to each of the undersigned corporations, the number of shares outstanding and the designation and number of the shares of each class entitled to vote as a class, are as follows:

RJA - 1,163,400 Shares issued
Roney Capital - 20,000 Shares issued

THIRD: The fourth paragraph is amended to read as follows:

As to each corporation, the total number of shares which voted for and/or against the Plan of Merger, respectively, is as follows:

<u>Corporation</u>	<u>Total</u>	<u>For</u>	<u>Against</u>	<u>Class</u>
RJA	1,063,400	1,063,400	0	Common
Roney Capital	20,000	20,000	0	Common

RAYMOND JAMES & ASSOCIATES, INC.

By:



THOMAS S. FRANKE
PRESIDENT

Attest:

Lynn Rippenauer
Secretary

Before me, the undersigned authority, personally appeared Thomas S. Franke, the President of Raymond James & Associates, Inc. and who, after being duly sworn, states that he is authorized to sign the Articles of Merger between Raymond James & Associates, Inc. and Roney Capital Corporation, Inc., and that he signed the same on behalf of Raymond James & Associates, Inc. in his capacity as President.

Denise Rizzo
Notary Public

DENISE RIZZO
Notary Public, State of Florida
My Comm. Expires Dec. 3, 2000
No. GC603092

RONEY CAPITAL CORPORATION, INC.

By: *David W. Harris*
DAVID W. HARRIS
PRESIDENT

Attest:

Mark A. Celeda
Secretary

Before me, the undersigned authority, personally appeared David W. Harris, the President of Roney Capital Corporation, Inc. and who, after being duly sworn, states that he is authorized to sign the Articles of Merger between Raymond James & Associates, Inc. and Roney Capital Corporation, Inc., and that he signed the same on behalf of Roney Capital Corporation, Inc. in his capacity as President.

Linda J. Zoufal
Notary Public

LINDA J. ZOUFAL
Notary Public, Wayne County, Michigan
My Commission Expires June 13, 2004